Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning , and ending

G Check all that apply [ ] Initial return [ ] Initial return of a former public charity [ ] Final return
[ ] Amended return [ ] Address change [ ] Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation: SUSQUEHANNA FOUNDATION

Number and street (or P O box number if mail is not delivered to street address): 401 CITY AVENUE — Room/suite: 220

City or town, state, and ZIP code: BALA CYNWYD, PA 19004

A Employer identification number: 23-2732477

B Telephone number: 610-617-2635

C If exemption application is pending, check here ▶ [ ]

D 1. Foreign organizations, check here ▶ [ ]
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

H Check type of organization: [ ] Section 501(c)(3) exempt private foundation
[ ] Section 4947(a)(1) nonexempt charitable trust [X] Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 810,495.

J Accounting method [X] Cash [ ] Accrual [ ] Other (specify)
(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	4,542,000.			
	2 Check ▶ [ ] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	2,217.	2,217.	2,217.	Statement 1
	4 Dividends and interest from securities				
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	6,250.	0.	6,250.	Statement 2
	12 **Total.** Add lines 1 through 11	4,550,467.	2,217.	8,467.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees				
	17 Interest				
	18 Taxes Stmt 3	165.	0.	0.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications	85.	0.	0.	0.
	23 Other expenses				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	250.	0.	0.	0.
	25 Contributions, gifts, grants paid	4,536,166.			4,536,166.
	26 **Total expenses and disbursements.** Add lines 24 and 25	4,536,416.	0.	0.	4,536,166.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	14,051.			
	b **Net investment income** (if negative, enter -0-)		2,217.		
	c **Adjusted net income** (if negative, enter -0-)			8,467.	

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17430602 795921 FOUNDATION 2009.03010 SUSQUEHANNA FOUNDATION FOUNDAT1

Part II Balance Sheets (Attached schedules and amounts in the description column should be for end-of-year amounts only)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets			
1 Cash - non-interest-bearing	197,051.	307,341.	307,341.
2 Savings and temporary cash investments			
3 Accounts receivable ▶			
Less: allowance for doubtful accounts ▶			
4 Pledges receivable ▶			
Less: allowance for doubtful accounts ▶			
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons			
7 Other notes and loans receivable ▶			
Less allowance for doubtful accounts ▶			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10a Investments - U.S. and state government obligations			
b Investments - corporate stock			
c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶			
Less: accumulated depreciation ▶			
12 Investments - mortgage loans			
13 Investments - other			
14 Land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶			
15 Other assets (describe ▶ Statement 4)	600,936.	503,154.	503,154.
16 **Total assets** (to be completed by all filers)	797,987.	810,495.	810,495.
Liabilities			
17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable			
22 Other liabilities (describe ▶ Statement 5)	1,543.	0.	
23 **Total liabilities** (add lines 17 through 22)	1,543.	0.	
Net Assets or Fund Balances			
Foundations that follow SFAS 117, check here ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
24 Unrestricted			
25 Temporarily restricted			
26 Permanently restricted			
Foundations that do not follow SFAS 117, check here ▶ ☒ **and complete lines 27 through 31.**			
27 Capital stock, trust principal, or current funds	0.	0.	
28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	796,444.	810,495.	
30 **Total net assets or fund balances**	796,444.	810,495.	
31 **Total liabilities and net assets/fund balances**	797,987.	810,495.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	796,444.
2 Enter amount from Part I, line 27a	2	14,051.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	810,495.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	810,495.

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr.)	(d) Date sold (mo , day, yr)
1a				
b	NONE			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col. (k), but not less than -0-) or Losses (from col (h))
	(i) F.M.V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } 2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c).
If (loss), enter -0- in Part I, line 8 3

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? [ ] Yes [X] No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	3,810,565.	281,980.	13.513600
2007	3,491,209.	256,748.	13.597804
2006	2,381,933.	278,002.	8.568043
2005	3,460,456.	173,673.	19.925124
2004	4,100,347.	38,966.	105.228841

2	Total of line 1, column (d)	2	160.833412
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	32.166682
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	166,573.
5	Multiply line 4 by line 3	5	5,358,101.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	22.
7	Add lines 5 and 6	7	5,358,123.
8	Enter qualifying distributions from Part XII, line 4	8	4,536,166.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate
See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ______ (attach copy of letter if necessary-see instructions) **b** Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b **c** All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			1	44.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0.
3 Add lines 1 and 2			3	44.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	44.
6 Credits/Payments.				
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	36.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments Add lines 6a through 6d			7	36.
8 Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	8.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11 Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶	Refunded ▶		11	

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? *If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*	1b		X
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ PA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ BRIAN P. SULLIVAN Telephone no ▶610-617-2635

Located at ▶401 CITY LINE AVE, STE 220, BALA CYNWYD, PA ZIP+4 ▶19004

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b		X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 5b | |

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b | |

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 6		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶ 0

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 CATO INSTITUTE	1,385,000.
2 BOYS' LATIN OF PHILADELPHIA CHARTER SCHOOL	366,524.
3 DECISION EDUCATION FOUNDATION	334,397.
4 HAVERFORD SCHOOL	310,372.

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 ▶	0.

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	0.
b	Average of monthly cash balances	1b	169,110.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	169,110.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	169,110.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,537.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	166,573.
6	**Minimum investment return.** Enter 5% of line 5	6	8,329.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6	1	8,329.
2a	Tax on investment income for 2009 from Part VI, line 5 — 2a: 44.		
b	Income tax for 2009. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	44.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	8,285.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	8,285.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	8,285.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes.		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	4,536,166.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	4,536,166.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	4,536,166.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				8,285.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004 — 4,098,573.				
b From 2005 — 3,451,965.				
c From 2006 — 2,368,209.				
d From 2007 — 3,478,534.				
e From 2008 — 3,796,580.				
f Total of lines 3a through e	17,193,861.			
4 Qualifying distributions for 2009 from Part XII, line 4. ▶ $ 4,536,166.				
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				8,285.
e Remaining amount distributed out of corpus	4,527,881.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	21,721,742.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	4,098,573.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	17,623,169.			
10 Analysis of line 9				
a Excess from 2005 — 3,451,965.				
b Excess from 2006 — 2,368,209.				
c Excess from 2007 — 3,478,534.				
d Excess from 2008 — 3,796,580.				
e Excess from 2009 — 4,527,881.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see the instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

See Statement 7

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

None

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed

b The form in which applications should be submitted and information and materials they should include

c Any submission deadlines.

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient: Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Statement 8				
Total			▶ 3a	4,536,166.
b *Approved for future payment*				
None				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments	522100	2,217.			
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a PRIOR YEAR CHARITABLE					
b CONTRIBUTIONS RETURNED					6,250.
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		2,217.		0.	6,250.

13 Total. Add line 12, columns (b), (d), and (e) 13 8,467.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
11a	PAYMENT IS STOPPED ON CHECKS NOT CASHED AFTER ONE YEAR AND FUNDS ARE RETURNED FOR USE IN CHARITABLE GIVING.

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

Sign Here

Signature of officer or trustee | Date 7/27/10 | Title Treasurer

Paid Preparer's Use Only

Preparer's signature | Date | Check if self-employed ☐ | Preparer's identifying number

Firm's name (or yours if self-employed), address, and ZIP code | EIN | Phone no

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3098
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OGDEN, UT

Form 990-PF (2009)

923622
02-02-10

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, 990-EZ, or 990-PF.**

OMB No 1545-0047

2009

Name of the organization	**Employer identification number**
SUSQUEHANNA FOUNDATION	23-2732477

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☐ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☒ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year. ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization: SUSQUEHANNA FOUNDATION

Employer identification number: 23-2732477

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	ARTHUR DANTCHIK 401 CITY AVE., SUITE 220 BALA CYNWYD, PA 19004	$ 300,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
2	JEFF YASS 401 CITY AVE., SUITE 220 BALA CYNWYD, PA 19004	$ 3,542,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
3	JOEL GREENBERG 401 CITY AVE., SUITE 220 BALA CYNWYD, PA 19004	$ 700,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Form 990-PF	Interest on Savings and Temporary Cash Investments	Statement 1

Source	Amount
INTEREST ON CLEARING BALANCE	2,217.
Total to Form 990-PF, Part I, line 3, Column A	2,217.

Form 990-PF	Other Income	Statement 2

Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
RETURNED CHARITABLE CONTRIBUTIONS	6,250.	0.	6,250.
Total to Form 990-PF, Part I, line 11	6,250.	0.	6,250.

Form 990-PF	Taxes	Statement 3

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
INCOME TAX	150.	0.	0.	0.
PENNSYLVANIA INCOME TAX	15.	0.	0.	0.
To Form 990-PF, Pg 1, ln 18	165.	0.	0.	0.

Form 990-PF	Other Assets	Statement 4

Description	Beginning of Yr Book Value	End of Year Book Value	Fair Market Value
CLEARING AGENCY BALANCE	600,936.	503,154.	503,154.
To Form 990-PF, Part II, line 15	600,936.	503,154.	503,154.

Form 990-PF — Other Liabilities — Statement 5

Description	BOY Amount	EOY Amount
PAYABLE TO AFFILIATES	1,543.	0.
Total to Form 990-PF, Part II, line 22	1,543.	0.

Form 990-PF — Part VIII - List of Officers, Directors Trustees and Foundation Managers — Statement 6

Name and Address	Title and Avrg Hrs/Wk	Compen-sation	Employee Ben Plan Contrib	Expense Account
ARTHUR DANTCHIK 401 CITY AVE., SUITE 220 BALA CYNWYD, PA 19004	0.00	0.	0.	0.
ERIC BROOKS 401 CITY AVE., SUITE 220 BALA CYNWYD, PA 19004	0.00	0.	0.	0.
ANDREW FROST 401 CITY AVE., SUITE 220 BALA CYNWYD, CA 19004	0.00	0.	0.	0.
JEFFREY YASS 401 CITY AVE., SUITE 220 BALA CYNWYD, PA 19004	0.00	0.	0.	0.
JOEL GREENBERG 401 CITY AVE., SUITE 220 BALA CYNWYD, PA 19004	0.00	0.	0.	0.
BRIAN SULLIVAN 401 CITY AVE., SUITE 220 BALA CYNWYD, PA 19004	0.00	0.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		0.	0.	0.

Form 990-PF	Part XV - Line 1a List of Foundation Managers	Statement 7

Name of Manager

ARTHUR DANTCHIK
ERIC BROOKS
JEFFREY YASS
JOEL GREENBERG

Form 990-PF	Grants and Contributions Paid During the Year	Statement 8

Recipient Name and Address	Recipient Relationship and Purpose of Grant	Recipient Status	Amount
3GNY	NONE		1,000.
52ND STREET PROJECT	NONE		5,000.
ACADEMY OF MUSIC	NONE		19,400.
ACTING WITHOUT BOUNDRIES	NONE		1,000.
AGNES IRWIN SCHOOL	NONE		60,500.
AJ FOUNDATION FOR CHILDREN WITH AUTISM	NONE		2,000.

AMERICAN FRIENDS OF BAMBI HOMES COLUMBIA	NONE	100.
AMERICAN FRIENDS OF NEVE HANNA	NONE	1,800.
ANTI-DEFAMATION LEAGUE	NONE	111,500.
ARDEN THEATRE COMPANY	NONE	250.
ARTS ENGINE	NONE	500.
ASHOKA	NONE	12,000.
ASPCA	NONE	500.
ATLAS ECONOMIC RESEARCH FOUNDATION	NONE	40,000.
AUTISM SPEAKS	NONE	2,500.
AYN RAND INSTITUTE	NONE	175,000.

BAEO	NONE	10,000.
BALDWIN SCHOOL	NONE	7,500.
BENJAMIN RUSH FOUNDATION	NONE	10,000.
BIRTHRIGHT ISRAEL FOUNDATION	NONE	10,000.
BLUE CARD, INC.	NONE	1,000.
BOYS' LATIN OF PHILADELPHIA CHARTER SCHOOL	NONE	366,524.
BRADY CENTER TO PREVENT HANDGUNS	NONE	5,000.
BREAKTHROUGH OF GREATER PHILADELPHIA	NONE	1,000.
BRIC ARTS/MEDIA/BRLYN	NONE	1,000.
BRIGHT HORIZONS	NONE	5,000.

CATO INSTITUTE	NONE	1385000.
CENTER FOR COMPETITIVE POLITICS	NONE	25,000.
CENTER FOR EDUCATION REFORM	NONE	50,000.
CENTER FOR INDEPENDENT THOUGHT	NONE	25,000.
CENTRAL COMMITTEE FOR THE PHILADELPHIA ORCHESTRA ASSOCIATION	NONE	1,000.
CHILDREN OF JEWISH HOLOCAUST SURIVIVORS ASSOCIATION	NONE	218.
CHILDREN'S HOSPITAL FOUNDATION	NONE	50,000.
CHILDREN'S SCHOLARSHIP FUND PHILADELPHIA	NONE	3,500.
CHILDREN'S THEATRE COMPANY	NONE	500.
CHILMARK TOWN AFFAIRS COUNCIL	NONE	10,000.

CITY YEAR - NEW YORK	None	1,000.
COMMONWEALTH FOUNDATION	None	27,000.
COMMUNITY CLOTHES CHARITY	None	2,500.
COMMUNITY FOUNDATION OF BLOOMINTON AND MONROE COUNTY INC.	None	1,000.
COMPASSIONATE CARE ALS	None	500.
COMPETITIVE ENTERPRISE INSTITUTE	None	27,000.
CONGREGATION BETH AM ISRAEL	None	9,180.
COUNCIL FOR RELATIONSHIPS	None	2,500.
CTC TEN FOUNDATION	None	500.
DECISION EDUCATION FOUNDATION	None	334,397.

DRUM WORKSHOP, INC.	None	2,500.
EAGLES YOUTH PARTNERSHIP	None	10,700.
EASTER SEALS OF SOUTHEASTERN PA	None	5,000.
EDDIE'S HOUSE	None	1,000.
EDUCATION COMMUNITIES FOR PARENTING	None	2,750.
ELDERNET	None	250.
ENDLESS MOUNTAIN ZENDO	None	5,000.
FEDERALIST SOCIETY	None	1,000.
FEMALE HEBREW BENEVOLENT SOCIETY	None	10,000.
FLAME - FACTS AND LOGIC ABOUT THE MIDDLE EAST	None	50,000.

FOCUS FOR A FUTURE, INC.	None	2,500.
FRANKLIN INSTITUTE	None	9,500.
FREEDOM WORKS	None	85,000.
FRESH ARTISTS	None	500.
FRIEDMAN FOUNDATION FOR EDUCATIONAL CHOICE	None	35,000.
FRIENDS CENTRAL SCHOOL ANNUAL GIVING	None	1,000.
FRIENDSHIP CIRCLE	None	250.
FUTURE OF FREEDOM FOUNDATION	None	2,000.
GESU SCHOOL	None	500.
GLADWYNE FREE LIBRARY	None	1,000.

GLADWYNE MONTESSORI SCHOOL	None	5,000.
HAVERFORD SCHOOL	None	310,372.
HEBREW SHELTER FOR WOMEN AND CHILDREN	None	500.
HELPUSADOPT.ORG	None	2,500.
HILLSDALE COLLEGE	None	5,000.
INDEPENDENT INSTITUTE	None	1,000.
INSTITUTE FOR CONTEMPORARY ART	None	10,000.
INSTITUTE FOR JUSTICE	None	300,000.
INTERFAITH CENTER OF GREATER PHILADELPHIA	None	250.
INTERNATIONAL CENTER FOR RESEARCH ON WOMEN	None	2,500.

ISLAND AFFORDABLE HOUSING FUND	None	5,000.
JBI INTERNATIONAL	None	500.
JEWISH CENTER FOR THE AGED	None	250.
JEWISH FAMILY AND CHILDREN'S SERVICE	None	10,000.
JEWISH FEDERATION OF GREATER PHILADELPHIA	None	11,800.
JOE TORRE SAFE AT HOME FOUNDATION	None	50,000.
JOSEPH SLIFKA CENTER FOR JEWISH LIFE AT YALE	None	10,000.
JUVENILE DIABETES RESEARCH FOUNDATION	None	1,000.
KEROSENE LAMP FOUNDATION	None	25,000.
LAUREL HOUSE	None	1,000.

LIVING BEYOND BREAST CANCER	None	5,500.
LOWER MERION LIBRARY FOUNDATION	None	5,000.
MAIN LINE ANIMAL RESCUE	None	3,500.
MAPENDO INTERNATIONAL	None	10,000.
MARCH OF DIMES	None	10,000.
MARIJUANA POLICY PROJECT FOUNDATION	None	25,000.
MARTHA'S VINEYARD FILM FESTIVAL	None	7,500.
MARTHA'S VINEYARD HOSPITAL	None	2,500.
MATH FOR AMERICA	None	30,000.
MELONOMA INTERNATIONAL FOUNDATION	None	5,000.

MEMORIAL SLOAN-KETTERING CANCER CENTER - THE ADAM SPECTOR FUND	None	1,000.
MONTEFIORE MEDICAL CENTER	None	1,000.
MORTY FRANK MEMORIAL FUND	None	1,000.
MOVING PICTURE INSTITUTE	None	25,000.
MOVING TRADITIONS	None	1,000.
NATIONAL CENTER FOR PUBLIC RESEARCH	None	1,500.
NATIONAL CONSTITUTION CENTER	None	6,000.
NATIONAL LEGAL AND POLICY CENTER	None	2,000.
NATIONAL MS SOCIETY	None	500.
NATIONAL MUSEUM OF AMERICAN JEWISH HISTORY	None	5,000.

NATIONAL PHILANTHROPIC TRUST	None	1,825.
NOREEN O'NEILL FOUNDATION FOR MELANOMA RESEARCH	None	5,000.
NORTH CAROLINA OUTWARD BOUND	None	5,000.
NURTURING MINDS	None	500.
PAN-MASS CHALLANGE	None	500.
PEDIATRIC CANCER FOUNDATION	NONE	100.
PENNSYLVANIA ACADEMY OF THE FINE ARTS	None	2,000.
PENNSYLVANIA BALLET	None	2,500.
PEOPLES EMERGENCY CENTER	None	5,000.
PETER'S PLACE	None	1,250.

PHILABUNDANCE	None	10,000.
PHILADELPHIA MUSEUM OF ART	None	32,000.
PHILADELPHIA ORCHESTRA	None	250.
PHILADELPHIA RONALD MCDONALD HOUSE	None	500.
PHILADELPHIA THEATRE COMPANY	None	500.
PHOENIX HOUSE	None	2,500.
PIG IRON THEATRE COMPANY	None	1,500.
PLANNED PARENTHOOD	None	3,500.
PLANNED PARENTHOOD SOUTHEASTERN PENNSYLVANIA	None	3,000.
PLEASE TOUCH MUSEUM	None	1,000.

PRESBYTERIAN CHILDREN'S VILLAGE	None	1,000.
PRINCETON UNIVERSITY	None	2,500.
PROJECT HOME	None	1,000.
REASON FOUNDATION	None	7,500.
REMIND.ORG - BOB WOODRUFF FOUNDATION	None	1,000.
SALVATION ARMY	None	5,000.
SAVE THE CHILDREN	None	48,000.
SELF HELP COMMUNITY SERVICE	None	3,000.
STEPPINGSTONE SCHOLARS	None	1,500.
STOP CHILD ABUSE NOW	None	1,500.

STUDENTS FOR LIBERTY	None	10,000.
SUMMER SEARCH	None	6,000.
SUNFLOWER CHILDREN	None	5,000.
SUPPORT CENTER FOR CHILD ADVOCATES	None	2,500.
TANZANIAN CHILDREN'S FUND	None	60,000.
TAX FOUNDATION	None	1,000.
TEACH FOR AMERICA	None	190,000.
TRICKLE UP	None	4,000.
TRUSTEES OF THE UNIVERSITY OF PENNSYLVANIA	None	126,500.
UNITED STATES HOLOCAUST MEMORIAL MUSEUM	None	5,000.

UNIVERSITY OF MICHIGAN	None	500.
VINEYARD BASEBALL, INC.	None	5,000.
VINEYARD HOUSE, INC.	None	5,000.
VINEYARD PLAYHOUSE	None	1,000.
WASHINGTON LEGAL FOUNDATION	None	26,000.
WISTAR INSTITUTE	NONE	1,000.
WOMEN'S MEDICAL FUND	NONE	250.
WYNNEWOOD INSTITUTE	NONE	1,000.
YMCA CAMP OCKANICDIN	NONE	5,000.
Total to Form 990-PF, Part XV, line 3a		4,536,166.

Proof of Publication of Notice in The Main Line Times of Montgomery County Under Act N. 587, Approved May 16, 1929

State of Pennsylvania

County of Montgomery } ss:

Mary DeNatale ....of **MAIN LINE MEDIA NEWS, INC.**, of the County and State aforesaid, being duly sworn, deposes and says that **MAIN LINE TIMES of Montgomery County**, a newspaper of general circulation published at 390 Eagleview Blvd., Exton, PA 19341, County and State aforesaid, which was established March 14, 1935, since which date **MAIN LINE TIMES of Montgomery County** has been regularly issued in said County, and that the printed notice of publication attached hereto is exactly the same as was printed and published in the regular editions and issues of said **MAIN LINE TIMES of Montgomery County** on the following dates; viz:

..........June 24th..........A. D. 20.10..

Affiant further deposes that he/she is an officer duly authorized by **MAIN LINE MEDIA NEWS, INC.**, a corporation, publisher of **MAIN LINE TIMES OF MONTGOMERY COUNTY,** a newspaper of general circulation, to verify the foregoing statement under oath and affiant is not interested in subject matter of the aforesaid notice or advertisement, and that all allegations in the foregoing statements as to time, place and character of publication are true.

Mary DeNatale

Main Line Media News, Inc.

PRIVATE FOUNDATION ANNUAL REPORT

Notice is hereby given that the Annual Report of the SUSQUEHANNA FOUNDATION is available at the principal office of the Foundation for inspection during regular business hours by any citizen who requests same within 180 days after the date of this publication. The Foundation's principal office is located at 401 City Ave, Ste. 220, Bala Cynwyd, PA 19004, 610-617-2600, and the Foundation's principal manager is Brian Sullivan.

Sworn to and subscribed by me this ..2nd..........

day of ....July..........20 10

Maureen Schmid

Notary Public

NOTARIAL SEAL
MAUREEN SCHMID
Notary Public
UPPER DUBLIN TWP, MONTGOMERY CNTY
My Commission Expires Mar 31, 2013

Statement of Advertising Costs

Main Line Media News, Inc..

For publishing the notice or publication attached hereto on the above stated dates $...........

Probating same..............................$..............

Total..$...............

Publisher's Receipt for Advertising Costs

The MAIN LINE MEDIA NEWS, INC., publisher of Main Line Times of Montgomery County, a newspaper of general circulation, hereby acknowledges receipt of the aforesaid notice and publication costs and certifies that the same have been duly paid.

MAIN LINE MEDIA NEWS, INC., a Corporation

Publisher of MAIN LINE TIMES MONTGOMERY COUNTY, a newspaper of general circulation ....

By ....

Form **8868** (Rev. April 2009) Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Part I **Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits.*

Type or print File by the due date for filing your return. See instructions.	Name of Exempt Organization SUSQUEHANNA FOUNDATION	Employer identification number 23-2732477
	Number, street, and room or suite no. If a P.O. box, see instructions. 401 CITY AVENUE, No. 220	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. BALA CYNWYD, PA 19004	

Check type of return to be filed (file a separate application for each return):

[ ] Form 990	[ ] Form 990-T (corporation)	[ ] Form 4720
[ ] Form 990-BL	[ ] Form 990-T (sec. 401(a) or 408(a) trust)	[ ] Form 5227
[ ] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] Form 6069
[X] Form 990-PF	[ ] Form 1041-A	[ ] Form 8870

- The books are in the care of ▶ BRIAN P. SULLIVAN 401 CITY LINE AVE, STE 220, BALA CYNWYD, PA - 19004
  Telephone No. ▶ 610-617-2635 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ____ . If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until August 15, 2010 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [X] calendar year 2009 or
▶ [ ] tax year beginning ____ , and ending ____ .

2 If this tax year is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 0.
b	If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 36.
c	**Balance Due.** Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.